DGT095812D01	3025529	12/1/1978 TRAILING CHARGE TO TAG #095812D
DGT095812D02	3025530	6/1/1980 TRAILING CHARGE TO TAG #095812D
DGT095818D	3025531	1/1/1977 HEAT SEAL FINAL COVER
		1/1/1977 TURNSTILE
DGT095821D	3025532	
DGT095822D	3025533	1/1/1977 S O C INSERTER
DGT095823D	3025534	1/1/1977 COIL UP UNIT
DGT095826D	3025535	2/1/1977 WATER CHILLER PASTE MIXING
DGT095829D	3025 538	4/1/1977 COIL UP UNIT
DGT095830D	3025539	4/1/1977 COIL UP UNIT
DGT095831D	3025540	6/1/1977 PULL BOX CASTER
DGT095832D	3025541	6/1/1977 PULL BOX CASTER
DGT095836D	3025542	19/1/1977 FRONT END LOADER
DGT095837D	3025543	10/1/1977 CHILLER FOR PULL BOX-20 TON
DGT095839D	3025545	10/1/1977 COIN ROLL
DGT095840D	3025546	10/1/1977 COIN ROLL
The state of the s	CONTRACT CONTRACT	10/1/1977 ROLLING MILL-7 STAND
DGT095842D	3025547	
DGT095843D	3025548	6/1/1976 SKID RACK
DGT095845D	3025549	12/1/1977 CHARGING UNIT
DGT095845D01	3025550	12/1/1978 TRAILING CHARGE TO TAG #095845D
DGT095846D	3025551	12/1/1977 CHARGING UNIT
DGT095846D01	3025552	12/1/1978 TRAILING CHARGE TO TAG #095846D
DGT095848D	3025553	12/1/1977 CHARGING UNIT
DGT095848D01	3025554	12/1/1978 TRAILING CHARGE TO TAG #095848D
DGT095849D	3025555	12/1/1977 CHARGING UNIT
DGT095849D01	3025556	12/1/1978 TRAILING CHARGE TO TAG #095849D
DGT095850D	3025557	12/1/1977 CHARGING UNIT
DGT095850D01	3025558	12/1/1978 TRAILING CHARGE TO TAG #095850D
	3025559	12/1/1977 CHARGING UNIT
DGT095854D	2.21.2.202.2	12/1/1978 TRAILING CHARGE TO TAG #095854D
DGT095854D01	3025560	
DGT095858D	3025561	12/1/1977 CHARGING UNIT
DGT095858D01	30/2 5562	12/1/1978 TRAILING CHARGE TO TAG #095858D
DGT095859D	3025 563	12/1/1977 CHARGING UNIT
DGT095859D01	3025564	12/1/1978 TRAILING CHARGE TO TAG #095859D
DGT095860D	3025565	12/1/1977 CHARGING UNIT
DGT095860D01	3025566	12/1/1978 TRAILING CHARGE TO TAG #095860D
DGT095861D	3025567	12/1/1977 CHARGING UNIT
DGT095861D01	3025568	12/1/1978 TRAILING CHARGE TO TAG #095861D
DGT095862D	30255 69	12/1/1977 CHARGING UNIT
DGT095862D01	3025570	12/1/1978 TRAILING CHARGE TO TAG #095862D
DGT095868D	3025571	3/1/1978 TEST UNIT AND MODULES
DGT095870D	3025572	4/1/1978 COVER HEAT SEAL
DGT095872D	3025573	9/1/1978 BUTT WELDER
	3025574	9/1/1978 DEREELER
DGT095873D		9/1/1978 DEREELER
DGT095874D	3025575	
DGT095877D	3025576	9/1/1978 LUG FORM PRESS
DGT095878D	3025577	9/1/1978 ROTARY CUT OFF MACHINE
DGT095879D	3025578	9/1/1978 PILOT HOLE PIERCE PRESS
DGT095880D	3025579	9/1/1978 PLATE DRYING OVEN
DGT095882D	302 558 1	6/1/1976 SKID RACK
DGT095883D	3025582	6/1/1976 SKID RACK
DGT095884D	3025583	7/1/1978 THERMO CARE WATER CHILLER
DGT095885D	3025584	8/1/1978 FULLER BAG COLLECTOR
DGT095885D01	3025585	9/1/1978 TRAILING CHARGE TO TAG #095885D
DGT095887D	3025586	9/1/1978 CAMBER SENSOR
DGT095888D	3025587	11/1/1978 LABEL MACHINE
DGT095889D	3025588	12/1/1978 BATTERY CHARGING UNIT
DGT095890D	3025 589	12/1/1978 BATTERY CHARGING UNIT
		12/1/1978 BATTERY CHARGING UNIT
DGT095891D	3025590	
DGT095892D	3025591	12/1/1978 BATTERY CHARGING UNIT
DGT095893D	30255 9 2	12/1/1978 BATTERY CHARGING UNIT
DGT095894D	30255 93	12/1/1978 BATTERY CHARGING UNIT
DGT095895D	30 2559 4	12/1/1978 BATTERY CHARGING UNIT
DGT095896D	3025595	12/1/1978 BATTERY CHARGING UNIT
DGT095897D	3025596	12/1/1978 BATTERY CHARGING UNIT
DGT095898D	3025 59 7	12/1/1978 BATTERY CHARGING UNIT
DGT095899D	3025598	12/1/1978 BATTERY CHARGING UNIT
DGT095900D	3025599	12/1/1978 BATTERY CHARGING UNIT
and is an included by the party	And Addition	

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DGT095901A
                   3025600
                                11/1/2001 REBUILD #4 AIR COMPRESSOR - ORIGINAL TAG REFERENCE
DGT0959010
                   3025601
                                12/1/1978 AIR COMPRESSOR
DGT095901D01
                   3025602
                                 7/1/1991 ADDL CHG(STRUCTURE OF COMPRESSOR)
DGT095902D
                   3025603
                                 2/1/1979 BASE FOR STACKER
DGT095903D
                   3025604
                                 2/1/1979 FREEZER
DGT095906D
                   3025606
                                 2/1/1979 FILL IN CONVEYOR
DGT095907D
                   3025607
                                 2/1/1979 FILL IN CONVEYOR
DGT095908D
                   3025608
                                 2/1/1979 FILL IN CONVEYOR
DGT095909D
                   3025609
                                 2/1/1979 CONVEYOR TO STORAGE
DGT095910D
                   3025610
                                 2/1/1979 CONVEYOR TO STORAGE
DGT095911D
                   3025611
                                 2/1/1979 CONVEYOR TO STORAGE
DGT095912D
                   3025612
                                 2/1/1979 CONVEYOR TO STORAGE
DGT095915D
                   3025614
                                 4/1/1979 RIB TRIM MACHINE
DGT095916D
                   3025615
                                 4/1/1979 TOP TERM ALIGNMENT MACHINE
DGT095919D
                   3025618
                                 4/1/1979 CHILLER-15 TON
DGT095920D
                   3025619
                                 5/1/1979 TEMPERATURE CONTROLLER
DGT095923D
                   3025620
                                 7/1/1979 HEAT SEAL MACHINE
DGT095925D
                   3025622
                                 7/1/1979 CASE GATHERING CONVEYOR FROM COS
DGT095927D
                                 7/1/1979 CAMBER SENSOR
                   3025624
DGT095928D
                   3025625
                                 7/1/1979 CAMBER SENSOR
DGT095932D
                   3025628
                                 8/1/1979 OSI PLATE DRY OVEN
DGT095933D
                   3025629
                                 8/1/1979 OSI PLATE DRY OVEN
DGT095934D
                   3025630
                                 8/1/1979 5 STATION EXT FUSION MACHINE
DGT095935D
                   3025631
                                 8/1/1979 SLITTER & CHOPPER
DGT095936D
                   3025632
                                 8/1/1979 SLITTER & CHOPPER
DGT095937D
                   3025633
                                 8/1/1979 COOLING CHAMBER
DGT095938D
                   3025634
                                 8/1/1979 GROUP PALLET CONVEYOR
DGT095940D
                   3025635
                                 8/1/1979 WORK PLATFORM FOR (2) CAST ON STRAP
DGT095942D
                   3025636
                                 9/1/1979 SCREW CONVEYOR SYSTEM
DGT095943D
                   3025637
                                 9/1/1979 PASTE RECLAIM SYSTEM
DGT095944D
                   3025638
                                 9/1/1979 TENNENT FLOOR SWEEPER
DGT095944D01
                   3025639
                                 9/1/1979 ADDITIONAL CHARGES TO TAG #095944D
DGT095946D
                   3025641
                                10/1/1979 CAST ON STRAP
DGT095947D
                   3025642
                                10/1/1979 GREEN GROUP SHORT TEST CONVEYOR
DGT095948D
                   3025643
                                10/1/1979 LEAK TEST CONVEYOR
DGT095949D
                   3025644
                                10/1/1979 GREEN GROUP SHORT TEST CONVEYOR
DGT095950D
                   3025645
                                10/1/1979 GREEN SHORT TEST CONVEYOR
DGT095953D
                   3025646
                                12/1/1979 CONVEYOR TO CHARGING TABLES
DGT095955D
                   3025649
                                12/1/1979 HOPPER AND CONVEYOR
DGT095957D
                   3025650
                                12/1/1979 VENTILATION SYSTEM
DGT095958D
                   3025651
                                12/1/1979 LEAK TEST
DGT095961D
                   3025652
                                12/1/1979 DROTT DECK CRANE
DGT095965D
                   3025655
                                 2/1/1980 ROCKWELL BAND SAW
DGT095971D
                   3025657
                                 6/1/1980 TIG WELDER
DGT095972D
                   3025658
                                 6/1/1980 TIG WELDER
DGT095973D
                   3025659
                                 6/1/1980 TIG WELDER
DGT095975D
                   3025660
                                 6/1/1980 TIG WELD CONVEYOR SYSTEM
DGT095985D
                   3025666
                                12/1/1981 PASTE MIXER
DGT095985D01
                   3025667
                                12/1/1983 INSTRUMENTS FOR/PASTE MIXER
DGT095986D
                   3025668
                                12/1/1981 PASTE MIXER
DGT095986D01
                   3025669
                                12/1/1983 INSTRUMENTS FOR/PASTE MIXER
DGT095987D01
                   3025670
                                 7/1/1984 INSTRUMENTS FOR/PASTE MIXER
DGT095989D
                   3025671
                                12/1/1981 STOCK DEREELER
DGT095990D
                   3025672
                                12/1/1981 STOCK DEREELER
DGT095991D
                   3025673
                                12/1/1981 STRETCH WRAP MACHINE
DGT095992D
                   3025674
                                12/1/1982 SINGLE STAND MILL
DGT095993D
                   3025675
                                12/1/1982 WATER CHILLER
DGT095993D01
                   3025676
                                 1/1/1983 WATER CHILLER
DGT095994D
                   3025677
                                12/1/1982 WATER CHILLER
DGT095994D01
                   3025678
                                 1/1/1983 WATER CHILLER
DGT095995D
                   3025679
                                12/1/1980 VENTILATION F/COLLECTION SYSTEM
DGT095996D
                   3025680
                                12/1/1980 VENTILATION F/COLLECTION SYSTEM
DGT095997D
                   3025681
                                12/1/1982 VENILATION F/COLLECTION SYSTEM
DGT095998D
                   3025682
                                12/1/1982 VENTILATION F/COLLECTION SYSTEM
DGT095999D
                   3025683
                                12/1/1982 VENTILATION F/COLLECTION SYSTEM
DGT096000D
                   3025684
                                12/1/1982 VENTILATION F/COLLECTION SYSTEM
DGT098187D
                   3025690
                                12/1/1972 DUST COLLECTOR
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10/31/1989 REBUILD MOLDING MACHINE
DGT098361D01
                  3025691
                                 3/1/1992 ADDL CHG(700 T MOLDING MACH)
DGT098361D02
                  3025692
                  3025696
                                 6/1/1977 EXPAND PRESS
DGT100287D
                  3025698
                                 6/1/1977 PASTE MIXER
DGT100297D
                                 6/1/1977 BUTT WELDER
                  3025699
DGT100306D
                                 6/1/1977 DEREELER
DGT100312D
                  3025700
DGT100315D
                  3025701
                                 6/1/1977 DEREELER
                                 9/1/1977 TIG TOP TERM BURN MACHINE
DGT100470D
                  3025702
                                 7/1/1978 LUG TRIM PRESS
                  3025703
DGT102070D
                                 8/1/1978 OSI PLATE DRY OVEN
                  3025704
DGT102099D
                                 7/1/1979 SLITTER & CHOPPER
DGT102511D
                  3025708
                  3025709
                                 7/1/1979 CAMBER SENSORS
DGT102513D
                                 2/1/1998 LEVELATOR
                   3025710
DGT104491
                                 2/1/1998 LEVELATOR
DGT104492
                  3025711
DGT104493
                   3025712
                                 2/1/1998 LEVELATOR
                                 2/1/1998 LEVELATOR
DGT104494
                   3025713
DGT104495
                   3025714
                                 2/1/1998 LEVELATOR
                   3025715
                                 2/1/1998 LEVELATOR
DGT104496
                                 2/1/1998 LEVELATOR
                   3025716
DGT104497
DGT104498
                   3025717
                                 2/1/1998 LEVELATOR
                   3025718
                                 2/1/1998 LEVELATOR
DGT104499
DGT104500
                   3025719
                                 2/1/1998 LEVELATOR
                                 2/1/1998 LEVELATOR
DGT104501
                   3025720
                                 2/1/1998 LEVELATOR
DGT104502
                   3025721
                                 6/1/1983 STRETCH WRAP MACHINE
                   3025724
DGT105567D
                                 8/1/1983 SINGLE STAND MILL
DGT105650D
                   3025725
                                 12/1/1982 VENTILATION F/COLLECTION SYSTEM
DGT105751D
                   3025726
                                 12/1/1982 VENTILATION F/COLLECTION SYSTEM
DGT105752D
                   3025727
                                 2/1/1983 TRABON LUBE SYSTEM
                   3025728
DGT105753D
                   3025729
                                 2/1/1983 TRABON LUBE SYSTEM
DGT105754D
                                 2/1/1983 SINGLE STAND MILL
DGT105755D
                   3025730
                                 3/1/1983 DIESEL FIRE PUMP
DGT105756D
                   3025731
                                 3/1/1983 ELECTRIC FIRE PUMP
DGT105757D
                   3025732
                                 3/1/1983 JOCKEY PUMP
                   3025733
DGT105758D
                                 12/1/1983 HYDRAULIC PASTE BOX
DGT105761D
                   3025734
                                 12/1/1983 HYDRAULIC PASTE BOX
DGT105762D
                   3025735
                                 12/1/1983 ROTARY PILOT HOLE MACHINE
DGT105763D
                   3025736
                                 12/1/1983 ROTARY PILOT HOLE MACHINE
DGT105764D
                   3025737
                                 12/1/1983 TANK FOR MIXER
DGT105765D
                   3025738
                                 12/1/1983 TANK FOR MIXER
DGT105766D
                   3025739
                                 6/1/1984 LABEL MACHINE
DGT105769D
                   3025741
                                 8/1/1984 TIG WELDER
DGT105770D
                   3025742
                                  1/1/1995 ADDITIONAL CHARGES TO TAG #105770
DGT105770D01
                   3025743
                                 8/1/1984 TIG WELDER
DGT105771D
                   3025744
DGT105771D01
                   3025745
                                  1/1/1995 ADDITIONAL CHARGES TO TAG #105771
                                  8/1/1984 TIG WELDER
                   3025746
DGT105772D
                                  1/1/1995 ADDITIONAL CHARGES TO TAG #105772
                   3025747
DGT105772D01
                   3025748
                                  8/1/1984 TIG WELDER
DGT105773D
                                  1/1/1995 ADDITIONAL CHARGES TO TAG #105773
DGT105773D01
                   3025749
                    3025750
                                 10/1/1984 PILOT HOLE MACHINE
DGT105774D
                                 12/1/1984 HEVI DUTY TRANSFORMER-300KVA LIGHTING
                   3025751
DGT105775D
                                 12/1/1984 TANK FOR MIXER
DGT105776D
                    3025752
DGT105777D
                    3025753
                                  1/1/1985 HYDRAULIC PASTE BOX
                                  1/1/1985 BATTERY WASHER
                    3025754
DGT105781D
                                 12/1/1985 EXPANDER PRESS #2
                    3025756
DGT105787D
                                  8/1/1986 HI STACKER TIERING TRUCK
DGT105789D
                    3025757
                                  8/1/1986 HI STACKER TIERING TRUCK
DGT105790D
                    3025758
                                  9/1/1986 EPANDER PRESS #1LINE
                    3025759
DGT105795D
                                 10/1/1986 PASTE MACH LINE#1
                    3025760
DGT105796D
                                 10/1/1986 BUTT WELDER LINE#1
DGT105797D
                    3025761
                                 10/1/1986 PASTE MIXER LINE #1
DGT105798D
                    3025762
                                 10/1/1986 HOT RUNNER CONTROLLER(500T CINN MOLD)
 DGT105800D
                    3025763
                                 10/1/1986 MOLD MONITOR MACH #12(500T MOLD MACH)
 DGT105801D
                    3025764
                                 10/1/1986 PARTS CONV(25T MOLD MACH)15/87
DGT105802D
                    3025765
                                  2/1/1987 EXPANDER PRESS LN#1
DGT105805D
                    3025766
                                  2/1/1987 COVER HEAT SEAL
DGT105806D
                    3025767
                                  4/1/1987 FINAL COVER FILT PLACER
DGT105807D
                    3025768
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9/1/1987 CONV-HANDLE PLACEMENT
DGT105810D
                  3025770
DGT105811D
                  3025771
                                5/1/1988 CHARGE PANEL
                                5/1/1988 CHARGE PANEL
                  3025772
DGT105812D
                                2/1/1988 S.O.C. PROGRAMMABLE CONTROLLER
                  3025773
DGT105817D
                                2/1/1988 S.O.C. PROGRAMMABLE CONTROLLER
DGT105818D
                  3025774
                                2/1/1988 15T WATER CHILLER
DGT105820D
                  3025775
                                 5/1/1988 CAST ON STRAP MACH
DGT105822D
                  3025776
                                 5/1/1988 HI-RATE TESTER(5575L&R)
DGT105823D
                  3025777
                                 5/1/1988 AIR BLAST SYS BLOWER
                  3025778
DGT105824D
                  3025779
                                 5/1/1988 TOP TERM TIG BURN MACH
DGT105825D
                                 5/1/1988 HI-RATE CONVEYOR
DGT105826D
                  3025780
                                11/1/1988 CHARGE FLOOR PROCESS FAN
DGT105828D
                  3025782
                                12/1/1988 LABEL MACHINE
DGT105830D
                  3025784
                                 1/1/1989 SPOT FACE MACHINE
DGT105831D
                  3025785
DGT105832D
                   3025786
                                 1/1/1989 SPOT FACE MACHINE
                                8/31/1989 AUTO STRETCH WRAP UNIT
DGT105834D
                   3025787
                               10/31/1989 LEAD SULFATE RECOVERY SYSTEM
DGT105837D
                   3025788
DGT105839D
                   3025790
                                 2/1/1990 CONVEYOR
                                 2/1/1990 90 DEGREE EXIT CONV(RIGHT SIDE INFEED OHB)
DGT105840D
                   3025791
                                 8/1/1973 TRUCK POWERED SHOP
DGT105842D
                   3025793
                                 3/1/1980 TRUCK-POWERED-SHOP
DGT105843D
                   3025794
                                 8/1/1976 TRUCK-POWERED-SHOP
                   3025795
DGT105845D
                                 5/1/1991 ROTARY DRUM PASTE MACH
DGT105846D
                   3025796
                   3025797
                                 5/1/1991 ROTARY DRUM PASTE MACH
DGT105847D
                                 5/1/1991 ROTARY DRUM PASTE MACH
                   3025798
DGT105848D
                                 5/1/1991 ROTARY DRUM PASTE MACH
DGT105849D
                   3025799
                   3025802
                                12/1/1991 PRESTRETCH UNIT
DGT105854D
                                 1/1/1993 ENCLOSURE F/3 DOORS
DGT105856D
                   3025803
DGT105865D
                   3025804
                                 3/1/1994 SPIROMETER
                                2/28/1995 (9)TOLEDO SCALE WEIGHT CONTROLLERS
                   3025806
DGT105869D
                                 1/1/1996 AUTOMATIC PALLETIZER
DGT105870D
                   3025807
                                11/1/2001 AUTOMATIC PALLETIZER
DGT105870E
                   3025808
                                2/28/1997 (B) ULTRASONIC WELDER
DGT105871
                   3025809
                                12/1/1998 TRAILING CHARGE TO DGT105871
                   3025810
DGT105871A
                                  1/1/1987 GENIE BOOM ELECTRIC MAN LIFT
DGT105871D
                   3025811
                                 3/1/1983 CLARK WALKING STYLE ELECTRIC SWEEPER/SCRUBBER
DGT105872D
                   3025813
                                 7/31/1997 AUTO OFF-BEAR SYS
                   3025814
DGT105873
                                7/31/1997 HEATING SYSTEM (UPGRADE)
DGT105874
                   3025816
                                11/1/2001 LEAD OXIDE VENTALATION ON XMET
                   3025817
DGT105876
                                 11/1/2001 SYNTRON BOWL CONVERSION
                   3025818
DGT105878
                                 11/1/2001 REBUILD CHANGE TABLE
DGT105880
                   3025819
                                 11/1/2001 REBUILD CHARGE TABLES
                   3025820
DGT105881
                                 11/1/2001 MANCOOLERS FOR C.O.S.
DGT105883
                    3025821
                    3025822
                                 11/1/2001 REPAIR PERSON COOLERS - X-MET
DGT105884
                                 11/1/2001 ROLLING MILL DRIVE UNIT
                    3025824
DGT105886
                                 11/1/2001 REPLACE MODICON CONTROLLERS
 DGT105887
                    3025825
                                 11/1/1997 SAND FILTER
 DGT105888
                    3025826
                                 11/1/1997 POWERED SWEEPER
DGT105890
                    3025828
                                 11/1/1997 HOT MELT EQUIPMENT
 DGT105892
                    3025829
                                 11/1/1997 RETENTION AREA
 DGT105894
                    3025832
                                 11/1/2001 LASER DATE CODE-CELL #1
 DGT105895
                    3025833
                                 11/1/2001 HI RATE MACHINE FOR LEAN CELL#1
                    3025834
 DGT105897
                    3025835
                                 11/1/2001 AIRCHECK FOR LEAN CELL #1
 DGT105898
                                 11/1/2001 AIRCHECK PANEL FOR LEAN CELL #1
 DGT105899
                    3025836
                                 11/1/2001 CARTON PRINTER MACHINE CELL #1
                    3025837
 DGT105902
 DGT105903
                                 11/1/2001 HANDLE PLACER MACHINE
                    3025838
                                 11/1/2001 LOW VOLUME SHRING WRAP MACHINE
 DGT105906
                    3025839
                                 11/1/2001 HIGH SPEED SHRINK WRAP MACHINE
 DGT105907
                    3025840
                                 11/1/2001 INKJET PRINTER CELL #1
 DGT105908
                    3025841
                                 11/1/2001 DESIGN OF ACID HANDLING SYSTEM
 DGT105911
                    3025842
                    3025843
                                 11/1/2001 PLANT UPGRADES FOR LEAN CELLS
 DGT105912
                                 11/1/2001 LABEL JET LABELLER
 DGT105913
                    3025844
                    3025845
                                 11/1/2001 LABEL JET LABELLER
 DGT105914
                                 11/1/2001 LABEL JET LABELLER
                    3025846
 DGT105915
 DGT105916
                    3025847
                                 11/1/2001 LABEL JET LABELLER
                                 11/1/2001 LABEL JET LABELLER
 DGT105917
                    3025848
                                 11/1/2001 LABEL JET LABELLER
 DGT105918
                    3025849
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DGT105920
                   3025850
                                11/1/2001 HEAT SEAL FOR MISC, LINE
DGT105921
                   3025851
                                11/1/2001 POLY STORAGE ELIMINATTION EQUIPMENT TO MOVE PLASTI
DGT105924
                   3025852
                                11/1/2001 QC LAB BITRODE CYCLER FOR NEW BRUNSWICK
DGT106102D
                   3025853
                                 6/1/1984 PILOT HOLE MACHINE
DGT106164D
                   3025854
                                 9/1/1984 BRIDGEPORT TAPE MILL
DGT106164D01
                   3025855
                                10/1/1984 TRAILING CHARGE TO TAG #106164D
DGT109106D
                   3025858
                                12/1/1988 PASTE MACH(ROTARY DRUM)
DGT111097D
                   3025859
                                 4/1/1993 BOILER CONTROL FOR #1
DGT111098D
                   3025860
                                 4/1/1993 BOILER CONTROL FOR #2
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DGT111673D
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DGT111673D01
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DGT111673D02
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DGT690001
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DGT690017
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DGT690018
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DGT690034
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DGT690035
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DGT690040
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DGT690042
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                                 11/1/1998 AUTOMATIC PLATE STACKER SYS W/CONTROLS F/X-MET2
DGT690043
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                                11/1/1998 AUTOMATIC PLATE STACKER SYS W/CONTROLS F/X-MET3
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DGT690045
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                                 1/2/1998 ROBOT
DGT690046
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                   3025916
DGT690049
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                                 11/1/1998 ABB-IRB 6400 ROBOT FOR AUTOMATIC PLATE HANDLING
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DGT690054
                                 1/2/1998 AIR DRYER
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                   3025925
DGT690058
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                                11/1/2001 DUST COLLECTION SYSTEM FOR THE X-MET LINE
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                                11/1/2001 HEAT SEAL MACHINE #2
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                                11/1/2001 CONVERT BOILERS TO-ONLY MARK GOODWIN AUTHORIZATION
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DGT690074
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DGT690078
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DGT690082
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DGT690112
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                                11/1/2001 FEED WATER PUMP #2 IN POWER PLANT
DGT690113
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DGT690117
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DGT690119
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                                11/1/2001 HIGH VOLTAGE GREEN GRP TEST MACHINE
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DGT690129
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                                 1/1/2002 PHASE II REPAIRS TO FORMATION VENTILATION - PROCES
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                   3025960
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DGT690137
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                                11/1/2001 WALMART J240H T BATTERY, ENGINEERING DESIGN
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DGT690140
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                                11/1/2001 WALMART J240 HT BATTERY, MQ 2 MTL
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DGT690147
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DGT690164
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                                11/1/2001 ACID RECLAIM PUMP # 2
DGT690165
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                                11/1/2001 WALMART J240HT BATTERY, SCRAP COLLECTION SYSTEM
DGT690166
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                                11/1/2001 INSTALL EQUIP TRANS FROM TRENTON
DGT690168
                                11/1/2001 HOOD FOR OPERATOR QUALITY TESTING EQUIPMENT
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DGT690169
                   3025986
                                11/1/2001 ACID ABSORPTION TESTER
DGT690176
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                                11/1/2001 HEAT EXCHANGER FOR WASH TUNNEL - NB
DGT690177
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                                 1/1/2002 PERSONNEL VACUUM SYS. ON CLEAN AREA DOORWAY (1 OF
DGT690178
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                                11/1/2001 INSTALL HIGH SPEED ROLLUP DOOR TO SHIPPING DEPT
DGT690181
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                                11/1/2001 REPLACE CHARGE TABLE BLOWER
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                                 11/1/2001 BOILER CONTROLLER (2 OF 3)
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DGT690196
                    3025993
                                 11/1/2001 BOILER CONTROLLER (3 OF 3)
DGT690218
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                                 1/1/2002 PERSONNEL VACUUM SYS, IN CLEAN AREA DOORWAY (2 OF
DGT690219
                    3025995
                                 1/1/2002 PERSONNEL VACUUM SYS. IN CLEAN AREA DOORWAY (3 OF
DGT690220
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                                 1/1/2002 PERSONNEL VACUUM SYS. IN CLEAN AREA DOORWAY (4 OF
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DGT720002
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DGT720007
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DGT720010
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DGT72383
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DGT72395
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DGT72396
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DGT72413
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                                 11/1/2001 ACID MIX SYSTEM CELL #1
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                                 11/1/2001 WASHER/DRYER FOR FINISHED BATTERIES CELL #1
DGT74408
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                                 11/1/2001 BITROBE HIRATE CELL #1
DGTEX095387D
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DGT018263N
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DGT018358N
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DGT018360N
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DGT018361N
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DGT018362N
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DGT081438D
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DGT091798D
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DGT101707D
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DGT101750D
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DGT081651D
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DGT081705D
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DGT095758D
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DGT096940D
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DGT100166D
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DGT100357D
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DGT100485D
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DGT100486D
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DGT103833D
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DGT107566D
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DGT107586D
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DGT107588D
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                                 6/1/1991 JWI LEAD FILTER PRESS
DGT107609D
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DGT600016
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DGT600043
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DGT600044
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                                11/1/2001 SEPERATOR ROLL LIFT, JIB CRANE AND HOIST
DGT600045
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DGT600049
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DGT600056
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DGT600106
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DGT690099
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                                9/11/2002 DELPHI MACHINE TO TEST BATTERY CELLS FOR SHORTS
DGT690097
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                                9/11/2002 DELPHI WATER COOLING STATION
DGT690095
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                                9/11/2002 DELPHI STRETCH/PERFORATE MACHINE
DGT690094
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                                9/11/2002 DELPHI GROUP LOADING MACHINE STATION
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                                9/11/2002 DELPHI TOP TERMINAL COVER SPIN MACHINE
DGT690092
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DGT690186
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                                9/11/2002 (#5) COS HOIST & FRAME PLUS INSTALLATION
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                                9/11/2002 (#4) COS HOIST & FRAME PLUS INSTALLATION
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                                9/11/2002 (2) COS HOIST & FRAME PLUS INSTALLATION
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DGT105896
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                                9/11/2002 WELDER #12
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                                9/11/2002 WELDER #11
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                                9/11/2002 WELDER #10
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                                9/11/2002 DELPHI MACHINE TO ALIGN TOP TERMINAL POSTS
DGT105910
                   3051170
                                9/11/2002 RE ROUTE STORM OUTFALL
         72414
                   3051171
                                9/11/2002 VACUUM EXHAUSTER
         72393
                   3051172
                                9/11/2002 REBUILD TWO CHANGE TABLE
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DGT690202	3051173	9/11/2002 WATER CONSERVATION SYSTEM FOR BATTERY WASHER
DGT690191	3051174	9/11/2002 MISC CONVEYORS FOR LAYOUT CHANGES TO GRN GRP LEAN
DGT690190	3051175	9/11/2002 VENTILATION COLLECTOR FAN FOR GREEN GROUP LEAN CEL
72370	3051176	9/11/2002 FIRE PROTECTION UPGRADE
DGT690109	3051182	9/11/2002 ROBOT TO LOAD BATTERY GROUPS INTO CAST-ON-STRAP MA
DGT690205	3051183	9/11/2002 WELDER #1
DGT690130	3051209	9/11/2002 LINE INSTALL COSTS FOR MQ 1 VALIDATION
DGT690121	3051210	9/11/2002 DELPHI LEAN COVER TO CASE HEAT SEAL MACHINE
DG1090121 DGT690108		
	3051211	9/11/2002 INTER, COVER AIR CHECK MACHINE
DGT690107	3051 21 2	9/11/2002 GROUP HOTMELT MACHINE
DGT690106	3051213	9/11/2002 TOP TERMINAL HOTMELT MACHINE
DGT690104	3051214	9/11/2002 DELPHI CAST-ON-STRAP MACHINE REBUILD OF DGS0099445
DGT690096	3051215	9/11/2002 DELPHI SINGLE HEAD EF WELDER MACHINE
DGT690131	3051216	9/11/2002 PRODUCTIVE MTL FOR MQ 1 VALIDATION
DGT690203	3051217	9/11/2002 XMET PASTE MIXER #1 UPGRADE (REPLACES DGT100297D)
DGT690174	3051218	9/11/2002 #2 DR2-NB ENCAPSULATION/COLLATION MACHINE
DGT690173	3051219	9/11/2002 #1 DR2-NB ENCAPSULATION/COLLATION MACHINE
DGT690144	3051220	9/11/2002 UPGRADE BATTERY ACID RETENTION & DIST-TANK & COOLI
DGT690143	3051221	9/11/2002 UPGRADE BATTERY ACID RETENTION & DIST-CONSTR & INS
DGT690142	3051222	9/11/2002 UPGRADE BATTERY ACID RETENTION & DIST & ACID HOUSE
DGT690133	3051223	9/11/2002 NFPA VENTING ON PROPANE REGULATORS
DGT690087	3051228	9/11/2002 DELPHI LEAN TOP TERMINAL TIG WELDER
DGT690086	3051229	9/11/2002 DELPHI LEAN FOR TERMINAL TIG WELDER
DGT056948	1. A.A. 1. W.A. 1	
and the second of the second o	3051230	9/11/2002 OXIDE GRINDER CONTROL PANEL REBUILT
DGT72373	3051408	9/25/2002 replace sulfuric acid tank
DGT72387	3051409	9/25/2002 new brunswick security upgrade
DGT600175	3115835	2/10/2003 #5 DR3 ENCAPSULATION COLLATION MACHINE
DGT600174	3115836	2/10/2003 #4 DR3 ENCAPSULATION COLLATION MACHINE
DGT600173	3115837	2/10/2003 #3 DR3 ENCAPSULATION COLLATION MACHINE
DGT600172	3 1158 38	2/10/2003 #2 DR3 ENCAPSULATION COLLATION MACHINE
DGT600171	31 15 8 39	2/10/2003 #1 DR3 ENCAPSULATION COLLATION MACHINE
DGT600176	3115841	2/10/2003 #6 DR3 ENCAPSULATION COLLATION MACHINE
DGT600178	3115842	2/10/2003 LOAD STATION & MAGAZINE FOR ROBOT LOAD
DGT600170	3115843	2/10/2003 ABB ROBOTS (4 OF 4)
DGT600169	3115844	2/10/2003 ABB ROBOTS (3 OF 4)
DGT600168	3115845	2/10/2003 ABB ROBOTS (2 OF 4)
DGT600167	3115846	2/10/2003 ABB ROBOTS (1 OF 4)
DGT600177	3115848	2/10/2003 CONVEYORS FOR DR3
DGT600126	3115866	2/11/2003 #2 DR2-AN ENCAPSULATION/COLLATION MACHINE
DGT600125	3115867	2/11/2003 #1 DR2-AN ENCAPSULATION/COLLATION MACHINE
DGT600060	3115 88 7	2/12/2003 INTERMEDIATE COVER, ASSY, MACHINE FOR MARINE
DGT600203	3115900	
		2/12/2003 FORMATION TABLE #2
DGT600193	3115907	2/12/2003 OPERATOR ASSIST FOR DR-3 (1 OF 2)GREEN GROUP LEAN
DGT600194	311 590 8	2/12/2003 OPERATOR ASSIST FOR DR-3 (2 OF 2) GREEN GROUP LEAN
DGT600075	3115918	2/12/2003 HI VOLTAGE GREEN GROUP SHORT CHECK- MISC GREEN GRP
DGT600229	3117571	5/22/2003 LIFT ASSIST FOR DR-3
DGT600230	3117572	5/22/2003 LIFT ASSIST FOR DR-3
DGT600231	3117573	5/22/2003 LIFT ASSIST FOR DR-3
DGT600204	3117578	5/22/2003 CONVEYOR SYSTEM FOR MISC LINE DR-3
DGT600213	3117580	5/22/2003 CONVEYER FOR DR-3 #3&4 ON MISC. LINE
DGT690276	3151172	9/23/2003 BUSS DUCT FOR 1203
DGT690180	3151173	9/23/2003 BACKFLOW PREVENTORS ON WATER MAINS
DGT690267	3151174	9/23/2003 NEW PROCESS BOILER FOR PLATE STEAM HOODS
DGT690262	3151175	9/23/2003 INSTALL NATURAL GAS LINE IN PLANT
DGT690260	3151183	9/23/2003 GRAPHITE HEAT EXCHANGER FOR ACID HOUSE
DGT690263	3151189	9/23/2003 LIFT PUMP #1
DGT690259	3151190	9/23/2003 CHARGE TABLE 25
DGT690258	31511 91	9/23/2003 CHARGE TABLE 24
DGT690236	3151192	그는 사람들이 집에 이렇게 되고 있다면 하게 되고 있는 점점이다. 어느
2 To 10 To 1	5. Oct. 10 (6) 3.77	9/23/2003 NEW CHARGE TABLE
DGT690235	3151 19 3	9/23/2003 NEW CHARGE TABLE
DGT690224	3151194	9/23/2003 INSTALLATION OF MAJOR MECHANICAL, VENTILATION, ELECT
DGT690222	3151195	9/23/2003 DESIGN OF NEW CHARGE TABLE VENTILATION
DGT690265	3151196	9/23/2003 LIFT PUMP #2
DGT695033	3152 52 8	10/17/2003 PASTE MIXER BOWL
DGT690230	3153273	11/22/2003 LUG FORM PILOTED DIE (XMET LINE 3)
DGT690229	3153274	11/22/2003 LUG FORM CUT-OFF MACHINE (XMET LINE 2)
DGT690204	3153275	11/22/2003 BAR CODE ERROR PROOFING PROJECT

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DGT690193
                   3153276
                               11/22/2003 STATION TO REMOVE FORMATION CHARGE SPOOLS
DGT690283
                   3153277
                               11/22/2003 HEAT SEAL MACHINE
DGT690234
                   3153278
                               11/22/2003 REFURBISH SIDE TERMINAL PLACEMENT MACHINE
DGT690233
                   3153279
                               11/22/2003 REFURBISH TOP TERMINAL PLACEMENT MACHINE
DGT690231
                   3153280
                               11/22/2003 NEW SCRAP CONVEYOR (XMET LINE 4)
DGT690228
                   3153281
                               11/22/2003 PASTE BOX & RAILS (XMET LINE 1)
                               11/22/2003 NEW STRIP WIDTH GAGE (XMET LINE 5)
DGT690232
                   3153282
DGT695034
                   3153284
                               11/22/2003 OIL PURIFICATION SYSTEM
DGT690261
                   3153285
                               11/22/2003 BUFFER CONVEYOR FOR MISC LINE
DGT690257
                   3153286
                               11/22/2003 CONTROLS SYS FOR CUTTING ON THE GRID FUNCTIONS
DGT690256
                   3153287
                               11/22/2003 VISION SYS FOR NO SPIN CONDITION AND SPOT FACE QUA
DGT690255
                   3153288
                               11/22/2003 SPARE EQUIPMENT TO CUT ON GRID JUNCTIONS (XMET)
DGT690254
                   3153289
                               11/22/2003 SCRAP SYSTEM FOR PHASE 1 TO CUT ON GRID JUNCTIONS
DGT690253
                   3153290
                               11/22/2003 NEW ACID FILL FOR MAIN LINE (WATERFALL)
DGT690226
                   3153291
                               11/22/2003 NEW WASHER AND DRYER FOR MAIN LINE
DGT690155
                               11/22/2003 POWER TRANSFORMER # 4 FOR LIFT AND ROTATE TABLES
                   3153301
DGT690154
                   3153302
                               11/22/2003 POWER TRANSFORMER #3 FOR LIFT AND ROTATE TABLES
DGT690146
                   3153303
                               11/22/2003 POWER TRANSFORMER # 2 FOR LIFT AND ROTATE TABLES
DGT690145
                   3153304
                               11/22/2003 POWER TRANSFORMER # 1 FOR LIFT AND ROTATE TABLES
DGT690067
                   3153306
                               11/22/2003 OXIDE EQUIPMENT UPG (REACTOR CONTROLS)
                               11/22/2003 HOT MELT EQUIPMENT (REBUILD)
DGT105892A
                   3153307
DGT095660E
                   3153308
                               11/22/2003 REFURBISH #2 HEAT SEAL MACHINE
DGT095659E
                   3153309
                               11/22/2003 REFURBISH #2 HEAT SEAL MACHINE
                               11/25/2003 CONTROLLER FOR TIG WELDER
DGT600124
                   3153354
DGT600123
                   3153355
                               11/25/2003 CONTROLLER FOR TIG WELDER
DGT600046
                   3153358
                               11/25/2003 GROUP CONVEYOR SYSTEM
DGT012095O
                   3190741
                                1/31/2004 CAPITALIZE REBUILT COST (SUBMERSIBLE HEATERS LINDB
                   3190742
DGT690227
                                1/31/2004 SLURRY ROOM EQUIPMENT TO RECLAIM PASTE
DGT690278
                   3190743
                                1/31/2004 HOT MELT MACHINE OVERHAUL
DGT690192
                   3190744
                                1/1/2004 AUTOMATED ASSEMBLY CELL FOR CASES & TERMINAL ASSY
DGT690250
                   3190745
                                1/31/2004 AIR LEAK TEST MACHINE
DGT690273
                   3190756
                                1/31/2004 OXIDE DELIVERY SYSTEM
DGT690277
                   3190751
                                1/31/2004 INSULATOR DETECTION SYSTEM - MAINLINE
DGT690279
                   3190752
                                1/31/2004 INSULATOR DETECTION SYSTEM - MISC LINE
DGT600222
                   3190754
                                2/24/2004 #9 DR-3 ENCAPSULATION COLOLATION MACHINE
DGT690264
                   3190765
                                1/31/2004 AUTOMATIC INSULATOR INSERTER FOR SATURN BATTERY
DGT690266
                   3190756
                                1/31/2004 MACHINE TO INSTALL INSULATOR UNDER SIDE TERMINAL S
DGT690269
                   3190757
                                 1/1/2004 HIGH RATE MACHINE BASE
DGT690270
                   3190758
                                1/31/2004 BITRODE VRL HIGH RATE
DGT690271
                   3190759
                                1/31/2004 BITRODE VRL HIGH RATE LOAD
DGT600217
                   3190800
                                2/24/2004 LOAD STATION & MAGAZINE FOR ROBOT LOAD
DGT600239
                   3190808
                                2/24/2004 CONVEYOR FOR DR-3
DGT600223
                   3191600
                                3/30/2004 #10 DR-3 ENCAPSULATION COLLATION MACHINE
DGT600237
                   3191601
                                3/30/2004 BATTERY CHARGE TABLE #4
DGT600236
                                3/30/2004 BATTERY CHARGE TABLE #3
                   3191602
DGT600235
                   3191610
                                3/30/2004 BATTERY CHARGE TABLE #2
DGT600234
                   3191618
                                3/30/2004 BATTERY CHARGE TABLE #1
DGT690258A
                   3192185
                                4/30/2004 CHARGE TABLE 24
DGT690259A
                   3192186
                                4/30/2004 CHARGE TABLE 25
DGT004779N05
                   3193545
                                 1/1/2004 GENERAL SPENDING FOR MISC. PURCHASES - DESIGN, OUT
DGT012175N04
                   3193546
                                6/29/2004 UPGRADE FIRE LOOP AT PLANT
DGT690272
                   3193547
                                 1/1/2004 HEATING SYSTEM FOR PLANT FOR 350000 CFM
DGT000254
                   3195184
                                9/16/2004 RECTIFIER CABINET
DGT000255
                   3195185
                                9/16/2004 RECTIFIER CABINET
DGT000256
                   3195186
                                9/16/2004 RECTIFIER CABINET
DGT000257
                   3195187
                                9/16/2004 RECTIFIER CABINET
DGT098361D03
                   3215010
                               11/30/2004 ADDL CHG(700 T MOLDING MACH)
DGT690104A
                   3215013
                               11/30/2004 007797 - DELPHI CAST-ON-STRAP M
DGT690295
                   3215132
                                12/1/2004 LASER DATE CODE
DGT690296
                   3215133
                                12/1/2004 TOP TERMINAL VISION SYSTEM 66 CELL
DGT690288
                   3220272
                                2/17/2005 48 HOUR STAND PROCESS LIFT TABLE EQUIPMENT
DGT690289
                   3220273
                                2/17/2005 48 HOUR STAND PROCESS SPOTFACE MACHINE
DGT690290
                   3220274
                                2/17/2005 48 HOUR STAND PROCESS TOPTIER MACHINE
DGT690297
                   3220275
                                2/17/2005 AFTERMARKET LINE AHERN-SOPER LABEL ERROR PROOF
DGT690298
                   3220276
                                2/17/2005 MAIN LINE AHERN-SOPER LABEL ERROR PROOF
DGT116709
                                1/1/2005 VRL #2
                   3220311
DGT1116710
                   3220312
                                1/1/2005 LASER DATE CODE #2
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DGT690096A	3220661	3/14/2005 UPGRADE DELPHI SINGLE HEAD EF WELDER MACHINE
DGT690108A	3220663	3/2/2005 INTERMEDIATE COVER AIR CHECK MACHINE
DGT690121A	3220664	3/2/2005 LEAN COVER TO CASE HEAT SEAL MACHINE
DGT690301	3220665	3/2/2005 DR3 PLATE LIFTS
DGT690287	3220669	2/17/2005 48 HR STAND PROCESS STORAGE EQUIP
DGT690307	3222009	1/1/2005 INSTALL DATRONICS INKJET SYSTEM
DGT690043A	3222460	5/9/2005 PLATE STACKER EQUIPMENT UPGRADE
DGT690188A	3222463	5/9/2005 TOP POST ALIGNMENT EQUIPMENT UPGRADE
DGT690173A	3222466	5/9/2005 #1 DR2 ENCAPSULATOR/COALATOR
DGT690299	3223037	6/14/2005 New Xmet Underground Scrap Conveyor
DGT690285	3223038	6/14/2005 SODIUM SULFATE DISPENSING SYSTEM EQUIPMENT
DGW690314	3223256	7/19/2005 MAIN LINE INCLINED CONVEYOR
DGT690293	3223278	7/20/2005 AUTO INSOLATOR INSERTION MACH - MAIN LINE
DGT690294	3223279	7/20/2005 AUTO INSULATOR INSERTION MACH-MISC LINE
DGT012161N01	3223280	7/20/2005 INSTALL BAFFLES IN FORMATION TABLES
DGT690310	3223281	7/20/2005 WIRE BRUSH STATION-HONDA/TOYOTA LINE
DGT690317	3223282	7/20/2005 VRL REJECT PRINTER FOR HONDA/TOYOTA LINE
DGT690309	3223283	7/20/2005 VCI APPLICATOR FOR HONDA/TOYOTA LINE
DGT105868D	3223831	1/30/1995 ICE MAKER
DGT690302	3223862	8/24/2005 ROBOTIC LOAD EQUIP FOR COS MACHINE
DGT690311	3223863	8/24/2005 CONTROLS FOR COS - DR3 PROJECT
DGT690286	3223 9 58	8/26/2005 OXIDE REACTOR #5
DGT690324	3223959	8/26/2005 OXIDE REACTOR #6
DGT690292	3224765	9/29/2005 007651 - FORMATION TEMPERATURE MONITORING SYSTEM
DGT690305	3224771	9/29/2005 ROBOT GUARDING SYSTEM #1
DGT690325	3224775	9/29/2005 ROBOT GUARDING SYSTEM #2
DGT690326	3224776	9/29/2005 ROBOT GUARDING SYSTEM #3
DGT690327	3224777	9/29/2005 ROBOT GUARDING SYSTEM #4
DGT690328	3224778	9/29/2005 ROBOT GUARDING SYSTEM#5
DGT690329	3224779	9/29/2005 ROBOT GUARDING SYSTEM#6
DGT690318	3225240	10/17/2005 PACKOUT LEVELATOR FOR HONDA/TOYOTA LINE
DGT690323	3225241	10/17/2005 HONDA/TOYOTA FINISHING LINE MATL
DGT690303	3225242	10/17/2005 INSTALL FINAL COVER PLACER SYSTEM
DGT690315	3226228	11/29/2005 MISC LINE TUNNEL STRUCTURE
DGT690312 DGT690316	3226231	11/29/2005 CONTROLS FOR DR3 CONVEYORS
DG1690316 DG1690304	3226243	11/29/2005 MISC LINE DR3 CONVEYOR. 11/29/2005 GROUP CONVEYOR SYSTEM DR3'S TO ROBOTS - MAIN LINE
DG1690304 DGT690330	322 62 54 322 64 02	11/29/2005 OSHAWA VRL SCRAP SAW
DGT690330 DGT690331	3226403	11/29/2005 OSHAWA BITRODE UNIT
DGT690331	3226404	11/29/2005 OSHAWA HONDA BANDER SYSTEM-SURPLUS
DG1690308	3226436	12/19/2005 DR#3 CAMCO UNIT 1 OF 3
DGT690334	3226437	12/19/2005 DR#3 CAMCO UNIT 1 OF 3
DGT690335	3226438	12/19/2005 DR#3 CAMCO UNIT 2 OF 3
DG1690333	3227473	1/1/2006 OSHAWA INSPECTION VISION SYSTEM
DGT690322	3227475	1/1/2006 A BRADLEY CONTROLS FOR XMET LINE #4-MTL
DGT105866D	5000713	10/1/1994 GM TKS INFORMATION CENTER
DGT105866D01	5000714	1/1/1995 TRAILING CHARGES TO TAG #105866D
15-51 100000001	Andai 1.4	WINDOW THE MENTO OF MANAGED TO THOUSAND

See Exhibit 1.21 for Real Property address

EXHIBIT 1.1(vi) EXCLUDED RAW MATERIALS

Excluded raw materials Inventory includes the following parts numbers:

Raw Materials Part Number PURE LEAD (red +) 9599001 ALUMINUM (white +) 9692001 CALCIUM 9680001 3% ANT LEAD 9595001 100 % TIN 9681001 Polypropylene 9528001 HOT MELT-1213 9521001 DR4 EXPANDER 9672025 DR25 EXPANDER 19060890 POS GMX T/T BUSHING 19062042 NEG GMX T/T BUSHING 19062043 POS T/T BUSHING 10457694 NEG T/T BUSHING 10457695 HI-TEMP SIDE TERM 19057272 LEAD RING 19057272 LEAD RING 19057273 CHROMA COLOR 9515001 RUBBER O-RING SEAL 19057274 4.6 CRYSTEX PAPER 9661046 3.5 CRYSTEX PAPER 9661035 4.1 CRYSTEX PAPER 19060891 LEXAN STRIP 9574002 660 SEPARATOR 10457660 658 SEPARATOR 104657660 658 SEPARATOR 19065196 899 SEPARATOR 19		<u> </u>		
ALUMINUM (white +) 9692001 CALCIUM 9680001 3% ANT LEAD 9595001 100 % TIN 9681001 Polypropylene 9528001 HOT MELT-1213 9521001 DR4 EXPANDER 9672025 DR25 EXPANDER 19060890 POS GMX T/T BUSHING 19062042 NEG GMX T/T BUSHING 10457694 NEG T/T BUSHING 10457695 HI-TEMP SIDE TERM 19057272 LEAD RING 19057273 CHROMA COLOR 9515001 RUBBER O-RING SEAL 19057274 4.6 CRYSTEX PAPER 9661046 3.5 CRYSTEX PAPER 9661041 3.75 CRYSTEX PAPER 9661041 3.75 CRYSTEX PAPER 9661041 3.75 CRYSTEX PAPER 19060891 LEXAN STRIP 9574002 660 SEPARATOR 10457668 658 SEPARATOR 10457668 658 SEPARATOR 19060889 DYNEL FIBER 9502001 SODIUM 9448001 TERMINAL SHEILDS 10496263 WAFER INSULATOR 10472239 9* Interm Cvr 10472239 9* Interm Cvr 10472231 9* Interm Cvr 10472233	Raw Materials	Part Number		
CALCIUM 9680001 3% ANT LEAD 9595001 100 % TIN 9681001 Polypropylene 9528001 HOT MELT-1213 9521001 DR4 EXPANDER 9672025 DR25 EXPANDER 19060890 POS GMX T/T BUSHING 19062042 NEG GMX T/T BUSHING 19062043 POS T/T BUSHING 10457694 NEG T/T BUSHING 10457695 HI-TEMP SIDE TERM 19057272 LEAD RING 19057273 CHROMA COLOR 9515001 RUBBER O-RING SEAL 19057274 4.6 CRYSTEX PAPER 9661046 3.5 CRYSTEX PAPER 9661046 3.5 CRYSTEX PAPER 19060891 LEXAN STRIP 9574002 660 SEPARATOR 10457660 658 SEPARATOR 10457660 658 SEPARATOR 19060889 DYNEL FIBER 9502001 SODIUM 9448001 TERMINAL SHEILDS 10454924 INSULATOR ROLL 19065509 FLAME ARRESTORS 1892323	PURE LEAD (red +)	9599001		
3% ANT LEAD 9595001 100 % TIN 9681001 Polypropylene 9528001 HOT MELT-1213 9521001 DR4 EXPANDER 9672025 DR25 EXPANDER 19060890 POS GMX T/T BUSHING 19062042 NEG GMX T/T BUSHING 19062043 POS T/T BUSHING 10457694 NEG T/T BUSHING 10457695 HI-TEMP SIDE TERM 19057272 LEAD RING 19057273 CHROMA COLOR 9515001 RUBBER O-RING SEAL 19057274 4.6 CRYSTEX PAPER 9661046 3.5 CRYSTEX PAPER 9661045 3.5 CRYSTEX PAPER 19060891 LEXAN STRIP 9574002 660 SEPARATOR 10457660 658 SEPARATOR 10457668 196 SEPARATOR 19060889 DYNEL FIBER 9502001 SODIUM 9448001 TERMINAL SHEILDS 10496263 WAFER INSULATOR 10454924 INSULATOR ROLL 19065509 FLAME ARRESTORS 18923	ALUMINUM (white +)	9692001		
100 % TIN 9681001 Polypropylene 9528001 Polypropylene 9528001 HOT MELT-1213 9521001 DR4 EXPANDER 9672025 DR25 EXPANDER 19060890 POS GMX T/T BUSHING 19062042 NEG GMX T/T BUSHING 19062043 POS T/T BUSHING 10457694 NEG T/T BUSHING 10457695 HI-TEMP SIDE TERM 19057272 LEAD RING 19057273 CHROMA COLOR 9515001 RUBBER O-RING SEAL 19057274 4.6 CRYSTEX PAPER 9661046 3.5 CRYSTEX PAPER 9661045 3.75 CRYSTEX PAPER 9661041 3.75 CRYSTEX PAPER 19060891 LEXAN STRIP 9574002 660 SEPARATOR 10457668 196 SEPARATOR 10457668 196 SEPARATOR 19060889 DYNEL FIBER 9502001 SODIUM 9448001 TERMINAL SHEILDS 10496263 WAFER INSULATOR 10457230 9° Interm Cvr 10472230 9° Interm Cvr 10472231 9° Interm Cvr 10472233 9° I	CALCIUM	9680001		
Polypropylene 9528001 HOT MELT-1213 9521001 DR4 EXPANDER 9672025 DR25 EXPANDER 19060890 POS GMX T/T BUSHING 19062042 NEG GMX T/T BUSHING 19062043 POS T/T BUSHING 10457694 NEG T/T BUSHING 10457695 HI-TEMP SIDE TERM 19057272 LEAD RING 19057273 CHROMA COLOR 9515001 RUBBER O-RING SEAL 19057274 4.6 CRYSTEX PAPER 9661046 3.5 CRYSTEX PAPER 9661045 3.1 CRYSTEX PAPER 19060891 LEXAN STRIP 9574002 660 SEPARATOR 10457660 658 SEPARATOR 10457668 196 SEPARATOR 19060889 DYNEL FIBER 9502001 SODIUM 9448001 TERMINAL SHEILDS 10456263 WAFER INSULATOR 10454924 INSULATOR ROLL 19065509 FLAME ARRESTORS 1892323 10" Interm Covr 10472230 9" Interm Cvr	3% ANT LEAD	9595001		
HOT MELT-1213 9521001 DR4 EXPANDER 9672025 DR25 EXPANDER 19060890 POS GMX T/T BUSHING 19062042 NEG GMX T/T BUSHING 19062043 POS T/T BUSHING 10457694 NEG T/T BUSHING 10457695 HI-TEMP SIDE TERM 19057272 LEAD RING 19057273 CHROMA COLOR 9515001 RUBBER O-RING SEAL 19057274 4.6 CRYSTEX PAPER 9661046 3.5 CRYSTEX PAPER 9661041 3.75 CRYSTEX PAPER 19060891 LEXAN STRIP 9574002 660 SEPARATOR 10457660 658 SEPARATOR 19065196 889 SEPARATOR 19060889 DYNEL FIBER 9502001 SODIUM 9448001 TERMINAL SHEILDS 10496263 WAFER INSULATOR 19065509 FLAME ARRESTORS 1892323 10" Interm Cover - 10472230 9" Interm Cover - 10472230 9" Interm Cover - 10472230 9" Interm Cover - 10472231 9" Interm Cover - 10472231 9" Interm Cover - 10472233 9" Interm Cover - 104722	100 % TIN	9681001		
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660 SEPARATOR 10457660 658 SEPARATOR 10457658 196 SEPARATOR 19065196 889 SEPARATOR 19060889 DYNEL FIBER 9502001 SODIUM 9448001 TERMINAL SHEILDS 10496263 WAFER INSULATOR 10454924 INSULATOR ROLL 19065509 FLAME ARRESTORS 1892323 10" Interm Cover - 10472239 9" Interm Cvr 10472231 9" Interm Cvr 10472233	3.75 CRYSTEX PAPER	19060891		
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SODIUM 9448001 TERMINAL SHEILDS 10496263 WAFER INSULATOR 10454924 INSULATOR ROLL 19065509 FLAME ARRESTORS 1892323 10" Interm Cover - 10472239 9" Interm Cvr 10472231 9" Interm Cvr 10472233 9" Interm Cvr 10472233	889 SEPARATOR	19060889		
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FLAME ARRESTORS 1892323 10" Interm Cover - 10472239 9" Interm Cvr 10472230 9" Interm Cvr 10472231 9" Interm Cvr 10472233	WAFER INSULATOR	10454924		
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9" Interm Cvr 10472231 9" Interm Cvr 10472233	10" Interm Cover -	10472239		
9" Interm Cvr 10472233	9* Interm Cvr	10472230		
9" Interm Cvr 10472233	9" Interm Cvr	10472231		
	9" Interm Cvr	10472235		

9" Interm Cvr	10472236
9" Interm Cvr	10472229
10" Interm Cover -	10472241
10" Interm Cover -	10472240
10" Interm Cover -	10472243
10" Interm Cover -	10472245
10" Interm Cover -	10472238

EXHIBIT 1.11

Raw Materials (direct materials) included in the Acquired Assets

Raw Materials	Part Number	STP Qty	UM	Unit	Minimum Inventory
ACID	9402001	45,000	LB	1 Tank	860,000
HYDROMETERS 1124	10491124	1,400	Pcs	Box	5
HYDROMETERS 5478	10495478	1,400	Pcs	Box	5
HYDROMETERS 2595	10492595	1,400	Pcs	Box	5
HYDROMETERS 8954	10498954	1,400	Pcs	Box	5
HYDROMETERS 8957	10498957	1,400	Pcs	Box	5
HYDROMETERS 7495	19057495	1,400	Pes	Вох	5
SLIPSHEETS-	39"X45"	300	Pes	1 Pallet	8
SLIPSHEETS-	42"X48"	300	Pcs	1 Pallet	5
HONEYCOMB-	37"x44"x1.5	29	Pos	1 Pallet	16
HONEYCOMB-	42"x44"x1	45	Pcs	1 Pallet	6
13" SHRINKWRAP	10457753	1,368	LB	1 Pallet	3
12" SHRINKWRAP	10453144	1,404	LB	1 Pallet	3
11" SHRINKWRAP	10457752	1,053	LB	1 Pallet	1
10" HANDLE	10457298	5,640	Pcs	1 Pallet	3
9" HANDLE	10457299	5,640	Pcs	1 Pallet	3
8" HANDLE	10457297	5,640	Pcs	1 Pallet	1
NEG SIDE TERMINAL CAP	10467094	4,280	Pcs	Crate	10
POS SIDE TERMINAL CAP	10489952	4,280	Pcs	Crate	10
TOP TERMINAL CAP	10471203	2,000	Pcs	Crate	12
TOP TERMINAL CAP	10471204	2,000	Pcs	Crate	12
TERMINAL ADAPTORS	10469296	1,080	Pcs	Box	3
HOT MELT-1246	9462001	31	LB	Box	2
083 FOAM BLOCK	275083	2,310	Pcs	1 Pallet	2
313 CARTON	10468313	1,000	Pcs	1 Pallet	1
325 CARTON	10468325	1,200	Pcs	1 Pallet	1
327 CARTON	10468327	1,000	Pcs	1 Pallet	1
073 CARTON	10474073	1,000	Pcs	1 Pallet	1
072 CARTON	10474072	1,000	Pcs	1 Pallet	1
561 CARTON	10489561	1,000	Pcs	1 Pallet	1
AC DELCO PLAÇARD	10457751	4,000	Pcs	Box	8
BU DELPHI PLACARD	10450883	4,000	Pcs	Box	2
GMX Interm Cvr	19063666	1320	Pcs	Pallet	6
GMX Final Cvr	19063668	4224	Pcs	Pallet	2

EXHIBIT 1.13

IUE CONSENT

IUE-CWA - DELPHI MEMORANDUM OF AGREEMENT REGARDING THE SALE OF DELPHI NEW BRUNSWICK OPERATIONS AND SPECIAL ATTRITION PROGRAM

MEMORANDUM OF AGREEMENT entered into this 25th day of May, 2006 between Delphi Corporation ("Delphi") and the International Union, IUE-CWA and IUE-CWA Local 416 (collectively the "IUE-CWA" or the "Union").

WHEREAS, effective August 1, 2006, Delphi seeks to sell its New Brunswick, New Jersey Operations to Johnson Controls, Inc. ("JCI") as an ongoing business consistent with the terms of this Memorandum of Agreement; and

WHEREAS, pursuant to the "Sale of Business" letter attached to the 2003 IUE-CWA-Delphi National Agreement as Document 7, JCI is required to assume the applicable terms of the 2003 IUE-CWA-Delphi National Agreement and to otherwise assume the Local Agreements with respect to New Brunswick; and

WHEREAS, it is the intent of the parties and the purpose of this Memorandum to establish a Special Attrition Program for all but 100 employees of the New Brunswick bargaining unit identified in accordance with seniority and plant staffing requirements and to transfer to JCI approximately 100 of the current Delphi bargaining unit members at the established New Brunswick Tier III rate and JCI benefit level. Therefore, the parties agree as follows:

- 1. The IUE-CWA agrees that:
- A. Document 63 of the 2003 IUE-CWA-Delphi National Agreement is waived as to the sale of the New Brunswick Operations to JCI pursuant to the "New Brunswick Put and Call Agreement" between Delphi and JCI dated June 30, 2005;
- B. JCI is not required to assume any contractual neutrality obligations collectively bargained by Delphi and the IUE-CWA; and
- C. The International Union, IUE-CWA and Local 416 will continue to discuss Local Agreement modifications aimed at obtaining agreement on wage, benefits and work practices comparable to JCI's existing IUE-CWA bargaining agreements at JCI's St. Joseph, Missouri and Geneva, Illinois sites.
- 2. Delphi and the IUE-CWA agree on the following Special Attrition Program for all New Brunswick employees on active or on leave status with more than one year of seniority as of 8/1/06 and those employees in protected status assigned to the New Brunswick Operations who, except as to option 2.E. below, are participants in the Delphi Hourly-Rate Employees Pension Plan ("Delphi HRP"). Such employee may select one of the options set forth in clauses A through E below, as applicable to such employee:
 - A. If eligible to retire as of 8/1/06, retire as follows:
 - (i) \$35,000, less applicable withholdings, for normal or early voluntary retirement (85 points 30 and out, 60 years old with 10 years or more years of credited service) retroactive to October 1, 2005; or
 - (ii) 50 & 10 Mutually Satisfactory Retirement (MSR).

- B. Any employee with at least 27 and less than 30 years of credited service regardless of age will be eligible for special voluntary placement in a preretirement program under the following terms:
 - (i) Employees electing this pre-retirement program must be eligible no later than August 1, 2006.
 - (ii) Employees will retire without additional incentives when they first accrue 30 years of credited service under the provisions of the Delphi HRP.
 - (iii) The gross monthly wages while in the program will be:
 - (a) 29 years credited service \$2,900
 - (b) 28 years credited service \$2,850
 - (c) 27 years credited service \$2,800

Wages, without COLA and vacation entitlement, will be paid weekly on an hourly basis (2,080 hours per year) and will remain at that rate until 30 years of credited service is accrued.

- (iv) Within ten (10) business days after the first date on which any employees are eligible to receive wage payments in accordance with Paragraph 2.B(iii) above, Delphi will establish a segregated payment account (the "Account") in an amount sufficient to fund the wage payments (the "Ceiling Amount"). The funds in the Account will be available to reimburse Delphi for the payment of weekly wage payments (which will be paid through Delphi's normal payroll process) under Paragraph 2.B(iii) above or for direct wage payments to employees entitled to receive such payments, as described in this Paragraph.
 - (a) Delphi shall not draw funds from the Account for purposes of this Paragraph until a date (the "Permitted Draw Down Date"), which shall be the later of the Final Election Date or the Adequate Funding Date (see definitions below). Prior to the Permitted Draw Down Date, payments to satisfy the obligations to employee participants pursuant to this Paragraph will be drawn from Delphi's available cash.
 - (b) If, on the Permitted Draw Down Date, the Anticipated Liability is less than the Ceiling Amount, Delphi shall be permitted to draw such funds out of the Account so that the balance remaining in the Account is equal to the Anticipated Liability.

The Final Election Date shall be the first of the month following the last day on which employees at New Brunswick can make an election to participate in the pre-retirement program described in Paragraph 2.B., or sooner if determined by the IUE-CWA-Delphi National Parties.

The Adequate Funding Date shall be the date on which the Celling Amount is greater than or equal to the Anticipated Liability.

The Anticipated Liability shall be an amount, calculated after the Final Election Date, sufficient to pay all of the remaining liabilities under Paragraph 2.B(iii) for all employees who have elected to participate in such program for the full remaining duration of such program. The Anticipated Liability shall be calculated based on the number of eligible employees, the remaining duration of the wage payments, and the applicable pay rates.

- (c) The funds in the Account shall be available to satisfy the obligations of this Paragraph and for no other purpose. The Bankruptcy Court order approving this Agreement shall specifically provide that under no circumstances (including but not limited to conversion of Delphi's Chapter 11 cases to Chapter 7 proceedings) shall the assets in the Account be available to satisfy the claims of any party other than the employees. This Agreement is, in its entirety, contingent on entry of an order, which, to the satisfaction of the IUE-CWA and Delphi National Parties provides the protections described in this Paragraph.
- C. For current employees who are participants in the Delphi HRP, a buyout of \$140,000 (with ten or more years of seniority) or a buy out of \$70,000 (with less than ten years of seniority), less applicable withholdings, to sever all ties with Delphi, except vested pension benefits. Also, the employees electing this option are eligible for up to \$2,100 per year pursuant to the terms of the Individual Upward Educational Plan for an additional two years beginning 8/1/06 and ending 7/31/08.
- D. For current employees who are participants in the Delphi HRP, elect to remain on the active roll for one year and receive one year of health care (at a total cost to Delphi of up to \$15,000 depending on type of enrollee contract), and a weekly payment of \$2,403.84 (assuming \$15,000 enrollee contract), less withholdings, for one year (with ten or more years of seniority) or a weekly payment of \$1,057.69, less withholdings, for one year (with less than ten years of seniority) and sever all ties with Delphi, except vested pension benefits, if any, at the conclusion of the year. Also, the employees electing this option are eligible for up to \$2,100 per year pursuant to the terms of the Individual Upward Educational Plan for an additional two years beginning 8/1/06 and ending 7/31/08.
- E. For competitive rate employees, who are not participants in the Delphi HRP, percentage buyout prorated against \$140,000(with ten or more years of seniority), or against \$70,000 (with less than ten years of seniority but more than one year of seniority) less applicable withholdings, to sever all ties with Delphi. In each case, the buyout is calculated based upon the participant's competitive wage rate as a percentage of the maximum traditional wage rate for the participant's classification.
- F. All participants in options A through F will be required to sign a release of all claims, except Workers Compensation claims.
- 3. New Brunswick employees, except those on a leave of absence, who have not selected, or who are not eligible to participate in one of the options identified above, are eligible for transfer, with seniority, to JCI effective 8/1/2006, at the

established New Brunswick Tier III rate and with JCI Benefit Plans coverages. The offer of employment with JCI will sever all ties to Delphi, except for current vested benefits, if any. Traditional wage rate employees accepting such transfer will receive a \$50,000 buy down (intended to represent an offset to a timed wage and benefit reduction) to the Tier III wage and the existing JCI benefit levels. Such employees transferred to JCI will be required to sign a release of all claims, except Workers Compensation, as a condition for receiving the \$50,000 buy down amount. Employees on a leave of absence, who do not participate in the Special Attrition Program, will be eligible for transfer to JCI upon the conclusion of their leave.

- 4. It is understood by all parties that JCI will employ approximately one hundred employees at the Tier III wage and JCI benefit levels. In the instance of excess employee participation in the Special Attrition Program, the lowest seniority employees will be retained for transfer to JCI and will not be permitted to participate in this Special Attrition Program, even if previously eligible, thereby providing JCI with a workforce of 100 employees. In the instance of insufficient participation in the Special Attrition Program, the 100 highest remaining seniority employees will transfer to JCI with eligibility for the \$50,000 buy down, if applicable, with the remaining lower seniority employees being separated from Delphi, thereby providing JCI with a workforce of 100 employees. The terms of the Delphi-IUE-CWA Agreements and the ESCOP 2000 Agreement in effect at the time of this Memorandum will apply to all such Tier III employees, unless specifically modified by this Memorandum, and until an Agreement is reached between the IUE -CWA and JCI. JCI is not assuming Delphi's benefit plans and will provide its own retirement benefits to employees who accept employment at New Brunswick, in accordance with the terms of the ESCOP 2000 Agreement.
 - 5. Delphi and the IUE-CWA agree to the following:
 - A. Delphi will use temporary employees as needed to bridge any difficulties arising from the implementation of the Special Attrition Program;
 - B. Delphi and the IUE-CWA may agree to use separated employees as contract personnel on a case by case basis as needed to bridge any difficulties arising from the implementation of the Special Attrition Program; and
 - C. If during the remaining course of Delphi's bankruptcy, materially different Special Attrition Program financial incentives are negotiated between Delphi and the IUE -CWA for the option selected by the employee, it is understood that the employee will not be advantaged or disadvantaged.
- 6. The parties acknowledge that Delphi's participation in this Agreement is subject to (i) the approval of the U.S. Bankruptcy Court, which approval Delphi will seek at the next scheduled omnibus hearing; and (ii) the Closing of the sale of the New Brunswick Operations to JCI. In the event the Bankruptcy Court does not allow such participation, or the Closing does not occur, Delphi and the IUE-CWA will have no obligations hereunder.
 - 7. A. The parties further agree that this Agreement is without prejudice to any party-in-interest in all other aspects of Delphi's Chapter 11 cases, including by illustration, all collective bargaining matters involving the parties, in any proceedings under Sections 1113 and/or 1114 of the Bankruptcy Code with respect to the IUE-CWA, in any pension termination proceeding under ERISA and/or the Bankruptcy Code, and all claims administration and allowance matters.

- B. Nothing in this Agreement, the Bankruptcy Court's approval of this Agreement, or the performance of any obligations hereunder shall limit or otherwise modify: (i) Delphi's rights under Section 4041 of ERISA; or (ii) Delphi's rights under Section 1113 and/or 1114 of the Bankruptcy Code with regard to any obligations which pre-existed this Agreement (including pre-existing obligations referenced within this Agreement), such as (by way of illustration only) the obligation to maintain the hourly pension plan or provide retirees or active employees (including employees/retirees participating in the attrition programs contained in this Agreement) with levels of healthcare or other benefits as specified in pre-existing labor agreements.
- C. Nothing contained herein, the Bankruptcy Court's approval of this Agreement, or the performance of any obligations hereunder shall constitute an assumption of any agreement described herein, including, without limitation any collective bargaining agreement between the IUE-CWA and Delphi, nor shall anything herein, the Bankruptcy Court's approval of this Agreement, or the performance of any obligations hereunder, be deemed to create or give rise to an administrative or priority claim or convert a prepetition claim into a postpetition claim or an administrative expense with respect to any party.

Delphi Corporation

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Date: 5/26/06

International Union, IUE-CWA

International Unity, IUE-CWA

Date: 5-26-06

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EXHIBIT 1.21

REAL PROPERTY

U.S:

760 Jersey Avenue New Brunswick, New Jersey 08903 United States

EXHIBIT 1.22

SALE APPROVAL ORDER

OURT RK	
X	
:	Chapter 11
	Case No. 05-44481 (RDD)
:	(Jointly Administered)
	OURT RK : : : :

ORDER UNDER 11 U.S.C. § 363(b) AND FED. R. BANKR. P. 2002 AND 6004 AUTHORIZING AND APPROVING DEBTORS' ENTRY INTO TRANSFER AGREEMENT WITH JOHNSON CONTROLS, INC. PROVIDING FOR (A) SALE OF ACQUIRED ASSETS FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES (B) CONTINUATION AND TRANSITION OF SUPPLY TO JOHNSON CONTROLS, INC. OF BATTERY PRODUCTS OUT OF FITZGERALD FACILITY AND (C) IMPLEMENTATION OF ATTRITION PLAN WITH RESPECT TO NEW BRUNSWICK FACILITY IN ACCORDANCE WITH IUE-CWA MEMORANDUM

("NEW BRUNSWICK TRANSFER ORDER")

Upon the motion, dated May 26, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") pursuant to 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 2002 and 6004 authorizing and approving the Debtors' entry into the Transfer Agreement dated May 26, 2006 by and between Delphi Automotive Systems LLC, a Debtor in these cases, and Johnson Controls, Inc. ("JCI"), a copy of which is attached hereto as Exhibit 1 (together, with the exhibits and schedules attached thereto, the "Transfer Agreement"), providing for (a) sale of certain assets (the "Acquired Assets") of the Debtors' battery manufacturing facility in New Brunswick, New Jersey (the "New Brunswick Facility") free and clear of liens, claims, and encumbrances (the "Sale"), (b) the continuation and transition of supply to JCI of battery products out of the Debtors' manufacturing facility in Fitzgerald, Georgia (the "Fitzgerald Facility"), and (c) implementation of an attrition plan with respect to the New Brunswick facility;

and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

FOUND AND DETERMINED THAT:1

- A. The court has jurisdiction over the Motion and the transactions contemplated by the Transfer Agreement pursuant to 28 U.S.C. §§ 157 and 1334, and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (N). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.
- B. The statutory predicates for the relief sought in the Motion are sections 363 of 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), and Fed. R. Bankr. P. 2002 and 6004.
- C. As evidenced by the affidavits of service previously filed with the Court, and based on the representations of counsel at the hearing on the Motion (the "Hearing"), (i) proper, timely, adequate and sufficient notice of the Motion, the Hearing and the sale of the Acquired Assets (as defined in the Transfer Agreement) has been provided in accordance with 11 U.S.C. §§ 102(1) and 363 and Fed. R. Bankr. P. 2002 and 6004, (ii) such notice was good and sufficient, and appropriate under the particular circumstances, and (iii) no other or further notice of the Motion, the Hearing, or the Sale is or shall be required.

Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

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- D. Each applicable Debtor (i) has full corporate power and authority to execute the Transfer Agreement and all other documents contemplated thereby, and the transfer and conveyance of the Acquired Assets by the Debtors has been duly and validly authorized by all necessary corporate action of each of the Debtors, (ii) has all of the corporate power and authority necessary to consummate the transactions contemplated by the Transfer Agreement, and (iii) has taken all corporate action necessary to authorize and approve the Transfer Agreement and the consummation by such Debtor of the transactions contemplated thereby, and no consents or approvals, other than those expressly provided for in the Transfer Agreement, are required for each applicable Debtor to consummate such transactions.
- E. Approval of the Transfer Agreement and consummation of the Sale at this time are in the best interests of the Debtors, their creditors, their estates, and other parties in interest.
- F. The Debtors have demonstrated good, sufficient, and sound business purpose and justification in that, among other things, the Debtors and their advisors diligently and in good faith analyzed all other available options in connection with the disposition of the Acquired Assets and determined that the terms and conditions set forth in the Transfer Agreement, and the transfer to JCI of the Acquired Assets pursuant thereto, represent a fair and reasonable purchase price and constitute the highest and best value obtainable for the Acquired Assets. A sale of the Acquired Assets at this time to JCI pursuant to 11 U.S.C. § 363(b) is the most favorable alternative to minimize the Debtors' losses attributable to the Acquired Assets, and maximizes the Debtors' estates for the benefits of all constituencies. Delaying approval of the Sale might result in JCI's termination of the Transfer Agreement and may result in an

alternative outcome that will achieve less value and cause greater losses for the Debtors, their estates, and their creditors.

- G. The Debtors have demonstrated good, sufficient, and sound business purpose and justification regarding the continuation and ultimate transition to JCI of the supply of battery products out of the Fitzgerald Facility pursuant to the Transfer Agreement.
- H. The Debtors have demonstrated good, sufficient, and sound business purpose and justification in that, among other things, the Debtors and their advisors diligently and in good faith analyzed the terms and conditions of the IUE-CWA Memorandum (as defined below) and determined that the terms and conditions thereof and in particular the terms and conditions of the IUE-CWA New Brunswick Attrition Plan (as defined below) set forth in the IUE-CWA Memorandum is an appropriate plan under the circumstances and is in the best interests of the Debtors, their estates, and their creditors.
- I. A reasonable opportunity to object or be heard with respect to the Motion and the relief requested therein has been afforded to all interested persons and entities, including:

 (i) the Office of the United States Trustee for the Southern District of New York, (ii) all entities known to have asserted any lien, claim, interest, or encumbrance in or upon the Acquired Assets, including but not limited to environmental, employee, and product liability claims, (iii) all federal, state, and local regulatory or taxing authorities or recording offices, including but not limited environmental regulatory authorities, which have a reasonably known interest in the relief requested by the Motion, (iv) all entities known to have an interest in a transaction with respect to the Acquired Assets during the past six months, (v) the United States Attorney's office, (vi) the United States Department of Justice, (vii) the Securities and Exchange Commission, (viii) the Internal Revenue Service, (ix) all entities on the Master Service List (as defined by the

Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(M), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures (Docket No. 2883) (the "Supplemental Case Management Order")) and such other entities that are required to be served with notices under the Supplemental Case Management Order, (x) counsel for JCI, (xi) counsel for the Official Committee of Unsecured Creditors appointed in these chapter 11 cases, and (xii) counsel for the Official Committee of Equity Security Holders appointed in these chapter 11 cases.

- J. JCI is not an "insider" of any of the Debtors, as that term is defined in 11 U.S.C. § 101(31).
- K. The Transfer Agreement was negotiated, proposed, and entered into by the Debtors and JCI without collusion, in good faith, and from arm's-length bargaining positions. Neither the Debtors nor JCI have engaged in any conduct that would cause or permit the Transfer Agreement to be avoided under 11 U.S.C. § 363(n).
- L. JCI is a good faith purchaser under 11 U.S.C. § 363(m) and, as such, is entitled to all of the protections afforded thereby.
- M. The consideration provided by JCI for the Acquired Assets pursuant to the Transfer Agreement (i) is fair and reasonable, (ii) is the highest and best offer for the Acquired Assets, (iii) will provide a greater recovery for the Debtors' creditors than would be provided by any other practical available alternative, and (iv) constitutes reasonably equivalent value and fair consideration under the Bankruptcy Code and under the laws of the United States, any state, territory, possession, or the District of Columbia.

The transfer of the Acquired Assets to JCI will be a legal, valid, and effective transfer of the Acquired Assets, and, except as expressly permitted or otherwise specifically provided for in the Transfer Agreement or this Order, will vest JCI with all right, title, and interest of the Debtors to the Acquired Assets free and clear of all liens, claims, and encumbrances, including, but not limited to those (A) that purport to give to any party a right or option to effect any forfeiture, modification, right of first refusal, or termination of the Debtors' or JCI's interest in the Acquired Assets, or any similar rights, (B) relating to taxes arising under or out of, in connection with, or in any way relating to the operation of the Debtors' battery business prior to the transfer of the Acquired Assets to JCI, and (C) mortgages, restrictions, hypothecations, charges, indentures, loan agreements, instruments, leases, licenses, options, deeds of trust, security interests, conditional sale or other title retention agreements, pledges, liens (including, without limitation, mechanics', materialmens', and other consensual and nonconsensual liens and statutory liens), judgments, demands, encumbrances, rights of first refusal, offsets, contracts, recoupment, rights of recovery, claims for reimbursement, contribution, indemnity, exoneration, products liability, alter-ego, environmental, or tax, decrees of any Court or foreign or domestic governmental entity, or charges of any kind or nature, if any, including, but not limited to, any restriction on the use, transfer, receipt of income, or other exercise of any attributes of ownership, debts arising in any way in connection with any agreements, acts, or failures to act, of any of the Debtors or any of the Debtors' predecessors or affiliates, claims (as that term is defined in the Bankruptcy Code), reclamation claims, obligations, liabilities, demands, guaranties, options, rights, contractual or other commitments, restrictions, interests and matters of any kind and nature, whether known or unknown, choate or inchoate, filed or unfiled, scheduled or unscheduled, noticed or unnoticed, recorded or unrecorded, perfected or

unperfected, allowed or disallowed, contingent or non-contingent, liquidated or unliquidated, matured or unmatured, material or non-material, disputed or undisputed, whether arising prior to or subsequent to the commencement of these bankruptcy cases, and whether imposed by agreement, understanding, law, equity or otherwise, including claims otherwise arising under doctrines of successor liability (the items and concepts listed in (A), (B), and (C) above, collectively, the "Interests or Claims").

- O. If the Sale of the Acquired Assets were not free and clear of all Interests or Claims as set forth in the Transfer Agreement and this Order, or if JCI would, or in the future could, be liable for any of the Interests or Claims as set forth in the Transfer Agreement and this Order, JCI would not have entered into the Transfer Agreement and would not consummate the Sale or the transactions contemplated by the Transfer Agreement, thus adversely affecting the Debtors, their estates, and their creditors.
- P. The Debtors may sell their interests in the Acquired Assets free and clear of all Interests or Claims because, in each case, one or more of the standards set forth in 11 U.S.C. § 363(f)(1)-(5) has been satisfied. All holders of Interests or Claims who did not object, or withdrew their objections to the Sale, are deemed to have consented to the Sale, pursuant to 11 U.S.C. § 363(f)(2). Those holders of Interests or Claims who did object fall within one or more of the other subsections of 11 U.S.C. § 363(f) and are adequately protected by having their Interests or Claims, if any, attach to the cash proceeds of the Sale ultimately attributable to the property against or in which they claim an Interest or Claim.
- Q. The Debtors are authorized to sell, transfer, convey or assign to JCI, all of the Debtors' right, title, and interest (including common law rights) to all of their intangible

property included in the Acquired Assets to the broadest extent permitted by law and the terms of the Transfer Agreement.

- R. Approval of the Transfer Agreement and consummation of the Sale of the Acquired Assets at this time are in the best interests of the Debtors, their creditors, their estates and other parties in interest.
- S. The liabilities being assumed by JCI under the Transfer Agreement, including but not limited to those liabilities set forth on Exhibit 3.6H (Environmental Matters) and Exhibit 4.1 (Employee Matters) to the Transfer Agreement, are an integral part of the Acquired Assets being purchased by JCI and, accordingly, such assumption is reasonable, enhances the value of the Debtors' estates, and does not constitute unfair discrimination.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

General Provisions

1. The Motion is GRANTED.

Approval Of The Transfer Agreement

- 2. Pursuant to 11 U.S.C. § 363(b), the Transfer Agreement, and all of the terms and conditions thereof, are hereby approved.
- 3. Pursuant to 11 U.S.C. § 363(b), the Debtors are authorized to perform their obligations under the Transfer Agreement and comply with the terms thereof and consummate the Sale in accordance with and subject to the terms and conditions of the Transfer Agreement.

- 4. Each of the signatories to the Transfer Agreement is directed to take all actions necessary or appropriate to effectuate the terms of this Order with respect to the Sale.
- 5. The Debtors are authorized and directed to execute and deliver, and empowered to perform under, consummate, and implement, the Transfer Agreement, together with all additional instruments and documents that may be reasonably necessary or desirable to implement the Transfer Agreement, and to take all further actions as may be requested by JCI for the purpose of assigning, transferring, granting, conveying, and conferring to JCI or reducing to possession, the Acquired Assets, or as may be necessary or appropriate to the performance of the obligations as contemplated by the Transfer Agreement.
- 6. This Order and the Transfer Agreement shall be binding in all respects upon all creditors (whether known or unknown) of any Debtor, JCI, all successors and assigns of JCI, the Debtors and their affiliates and subsidiaries, and any subsequent trustees appointed in the Debtors' chapter 11 cases or upon a conversion to chapter 7 under the Bankruptcy Code and shall not be subject to rejection. To the extent any provision of this Order is inconsistent with the terms of the Transfer Agreement, this Order shall govern.
- 7. The Transfer Agreement and any related agreements, documents, or other instruments may be modified, amended, or supplemented by the parties thereto in accordance with the terms thereof without further order of the Court; <u>provided</u> that any such modification, amendment, or supplement is not material.

Sale And Transfer Of The Acquired Assets

8. Except as expressly permitted or otherwise specifically provided for in the Transfer Agreement or this Order, pursuant to 11 U.S.C. §§ 363(b) and 363(f), upon the

consummation of the Transfer Agreement, the Acquired Assets shall be transferred to JCI free and clear of all Interests or Claims, with all such Interests or Claims to attach to the cash proceeds of the Sale in the order of their priority, with the same validity, force and effect which they now have as against the Acquired Assets, subject to any claims and defenses the Debtors may possess with respect thereto. Following the date of the completion of the transfer of the New Brunswick Facility to JCI under the Transfer Agreement (the "Completion Date"), no holder of any Interests or Claims in the Acquired Assets shall interfere with JCI's use and enjoyment of the Acquired Assets based on or related to such Interests or Claims, or any actions that the Debtors may take in their chapter 11 cases and no person shall take any action to prevent, interfere with or otherwise enjoin consummation of the transactions contemplated in or by the Transfer Agreement or this Order.

9. Except as expressly provided in the Transfer Agreement or this Order, other than the liabilities assumed under the Transfer Agreement, including but not limited to those liabilities set forth on Exhibit 3.6H (Environmental Matters) and Exhibit 4.1 (Employee Matters) to the Transfer Agreement, the sale, transfer, assignment, and delivery of the Acquired Assets pursuant to the Transfer Agreement shall not be subject to any Interests or Claims, and Interests or Claims of any kind or nature whatsoever shall attach only to the net proceeds of the Sale in their order of priority. All persons and entities, including, but not limited to, all debt security holders, equity security holders, governmental, tax, and regulatory authorities, lenders, trade and other creditors, holding Interests or Claims arising in any way in connection with any acts, or failure to act, of the Debtors or the Debtors' predecessors or affiliates, claims (as that term is defined in section 101(5) of the Bankruptcy Code), obligations, demands, or guaranties of any kind and nature against or in the Debtors or the Acquired Assets (whether legal or equitable,

secured or unsecured, matured or unmatured, contingent or noncontingent, senior or subordinated), arising under or out of, in connection with, or in any way relating to the Debtors, the Acquired Assets, the operation of the Debtors' battery business prior to the Completion Date, or the transfer of the Acquired Assets to JCI, hereby are, and will be, forever barred, estopped, and permanently enjoined from asserting, prosecuting, or otherwise pursuing such Interests or Claims of any kind or nature whatsoever against JCI, its successors or assigns, their property, or any designee, such persons' or entities' Interests or Claims. Following the Completion Date, no holder of an Interest or Claim (other than holders of liabilities assumed under the Transfer Agreement, including but not limited to those liabilities set forth on Exhibit 3.6H (Environmental Matters) and Exhibit 4.1 (Employee Matters) to the Transfer Agreement, on account of such liabilities only) against the Debtors shall interfere with JCI's title to or use and enjoyment of the Acquired Assets based on or related to such Interests or Claims and all such Interests or Claims, if any, shall be and hereby are channeled, transferred and attached solely and exclusively to the proceeds of the Sale in their order of priority.

transfer of the Acquired Assets to JCI pursuant to the Transfer Agreement does not require any consents other than as specifically provided for in the Transfer Agreement and constitutes a legal, valid, and effective transfer of the Acquired Assets, and shall vest JCI with all right, title, and interest of the Debtors in and to the Acquired Assets free and clear of all Interests or Claims of any kind or nature whatsoever (except for the liabilities assumed under the Transfer Agreement, including but not limited to those liabilities set forth on Exhibit 3.6H (Environmental Matters) and Exhibit 4.1 (Employee Matters) to the Transfer Agreement).

- If any person or entity that has filed financing statements, mortgages, mechanic's liens, <u>lis pendens</u>, or other documents or agreements evidencing Interests or Claims against or in the Acquired Assets shall not have delivered the foregoing to the Debtors prior to the Completion Date, in proper form for filing and executed by the appropriate parties, termination statements, instruments of satisfactions, releases of all Interests or Claims that the person or entity has with respect to the Acquired Assets, or otherwise, then (a) the Debtors are hereby authorized to execute and file such statements, instruments, releases and other documents on behalf of the person or entity with respect to the Acquired Assets and (b) JCI is hereby authorized to file, register or otherwise record a certified copy of this Order, which, once filed, registered or otherwise recorded, shall constitute conclusive evidence of the release of all Interests or Claims in the Acquired Assets of any kind or nature whatsoever.
- Completion Date, all Interests or Claims of any kind or nature whatsoever existing as to the Debtors or the Acquired Assets prior to the Completion Date have been unconditionally released, discharged, and terminated (other than any surviving obligations), and that the conveyances described herein have been effected and (b) shall be binding upon and shall govern the acts of all entities including without limitation, all filing agents, filing officers, title agents, title companies, recorders of mortgages, recorders of deeds, registrars of deeds, administrative agencies, governmental departments, secretaries of state, federal, state, and local officials, and all other persons and entities who may be required by operation of law, the duties of their office, or contract, to accept, file, register or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title in or to any of the Acquired Assets.